

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

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|--|--|
| <hr style="border: none; border-top: 1px solid black; margin-bottom: 5px;"/> <div style="display: flex; justify-content: space-between;"><div style="width: 80%;"><p>In re:</p><p>CIRCUIT CITY STORES, INC., et al.,¹</p><p style="text-align: center;">Debtors.</p></div><div style="width: 10%; text-align: center;">:</div><div style="width: 10%;"><p>Chapter 11</p><p>:</p><p>Case No. 08-35653-KRH</p><p>(Jointly Administered)</p><p>:</p><p>:</p><p>:</p><p>:</p></div></div> <hr style="border: none; border-top: 1px solid black; margin-top: 5px;"/> | |
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**THIRD INTERIM APPLICATION OF TAVENNER & BERAN, PLC
FOR ALLOWANCE OF COMPENSATION AND EXPENSE
REIMBURSEMENT AS LOCAL COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Tavener & Beran, PLC (“Tavener & Beran”), local counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Circuit City Stores, Inc. and the related debtors (collectively, the “Debtors”), submits the following as its Third Interim Application For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) pursuant to 11 U.S.C. §§ 330, 331 and

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

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Co-Counsel for the Official
Committee of Unsecured Creditors

503(b) and Rule 2016 of the Federal Rules of Bankruptcy Procedure. In this Application, Tavenner & Beran seeks approval of compensation in the amount of \$36,529.00 and reimbursement of expenses in the amount of \$583.10 for the period of May 1, 2009 through July 31, 2009, and in support thereof states as follows:

Background

1. On November 10, 2008 (the “Petition Date”), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. On November 12, 2008, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors of the Debtors. The U.S. Trustee increased the membership of the Committee by two creditors on November 13, 2008.

3. The Committee is presently composed of the following eleven creditors: (i) Alliance Entertainment; (ii) Developers Diversified Realty Corp.; (iii) Garmin International, Inc.; (iv) Hewlett-Packard Company; (v) LG Electronics USA, Inc.; (vi) Paramount Home Entertainment; (vii) Pension Benefit Guarantee Corporation; (viii) Samsung Electronics America, Inc.; (ix) Simon Property Group, Inc.; (x) Toshiba America Consumer Products, LLC; and (xi) Weidler Settlement Class.

4. The Committee held its organizational meeting, and decided to retain Pachulski Stang Ziehl & Jones LLP (“PSZJ”) as its lead counsel, Tavenner & Beran as its local counsel, and Protiviti, Inc. and Jefferies & Company as financial advisors.

5. On or about December 22, 2008, the Committee filed an application to employ Tavenner & Beran as its local counsel. On or about January 20, 2009, this Court entered an order approving the Committee's employment of Tavenner & Beran (the "Employment Order").

6. On or about March 17, 2009, Tavenner & Beran filed its First Interim Application of Tavenner & Beran, PLC for Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors (the "First Interim Application"). On or about April 27, 2009, this Court entered an order approving the First Interim Application. On or about June 15, 2009, Tavenner & Beran filed its Second Interim Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors (the "Second Interim Application"). On or about July 23, 2009, this Court entered an order approving the Second Interim Application.

7. Since the filing of the First Interim Application and Second Interim Application, Tavenner & Beran has rendered professional services to the Committee from and including May 1, 2009 through and including July 31, 2009 for which it seeks compensation in the amount of \$36,529.00. Attached hereto as Exhibit A is a statement of the fees incurred. During this time, Tavenner & Beran incurred \$583.10 in out-of-pocket expenses for which it seeks reimbursement. Attached hereto as Exhibit A – Additional Charges Section is a statement of the expenses incurred.

8. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Employment and Case Status

9. As authorized in the Employment Order, the terms of Tavenner & Beran's employment are as follows: Tavenner & Beran charges legal fees on an hourly basis at its attorneys' hourly rates, which are set in accordance with the attorneys' seniority and experience. Tavenner & Beran also charges the Committee for its actual out-of-pocket expenses incurred such as copying, long distance telephone, travel, overnight mail, telecopies, computer research and other disbursements.

10. The names of all Tavenner & Beran attorneys and paralegals requesting compensation and their respective hourly rates are set forth on Exhibit A attached hereto.

11. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors are paying post-petition expenses in the ordinary course and/or as required by this Court. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors have sufficient funds on hand to pay the compensation and reimbursement of expenses requested herein.

12. Tavenner & Beran has not previously filed an application for the allowance of compensation and expense reimbursement as requested herein.

Summary of Services Rendered

13. Tavenner & Beran provided various services to the Committee, which may be summarized as follows:

A. Asset Disposition: - Total Hours 17.40 Total \$5,013.00

| <i>ATTORNEY/ PARALEGAL</i> | <i>YEAR ADMITTED</i> | <i>HOURLY RATE</i> | <i>TOTAL HOURS²</i> | <i>FEE</i> |
|--------------------------------|--------------------------|------------------------|------------------------------------|------------|
| Lynn L. Tavenner | 1989 | \$340.00 | 6.30 | \$2,142.00 |
| Lynn L. Tavenner | 1989 | \$0.00 | 2.40 | \$0.00 |
| Paula S. Beran | 1992 | \$330.00 | 8.70 | \$2,871.00 |

² Certain hours were recorded but not billed to the estates.

Description

Conferences, correspondence, document review, and Court appearances related to the Committee's review of asset disposition.

Attached hereto as Exhibit A – Asset Disposition Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

Tavenner & Beran assisted the Committee with its review and oversight of the disposition of estates' assets.

B. Business Operations: - Total Hours 1.10 Total \$374.00

| <i>ATTORNEY/ PARALEGAL</i> | <i>YEAR ADMITTED</i> | <i>HOURLY RATE</i> | <i>TOTAL HOURS³</i> | <i>FEE</i> |
|--------------------------------|--------------------------|------------------------|------------------------------------|------------|
| Lynn L. Tavenner | 1989 | \$340.00 | 1.10 | \$374.00 |

Description

Conferences, correspondence and document review related to the Committee's review of the Debtors' operations.

Attached hereto as Exhibit A – Business Operations Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

Tavenner & Beran assisted the Committee in its review and oversight of the Debtors' operations.

C. Case Administration: - Total Hours 76.40 Total \$15,363.00

| <i>ATTORNEY/ PARALEGAL</i> | <i>YEAR ADMITTED</i> | <i>HOURLY RATE</i> | <i>TOTAL HOURS⁴</i> | <i>FEE</i> |
|--------------------------------|--------------------------|------------------------|------------------------------------|------------|
| Lynn L. Tavenner | 1989 | \$340.00 | 6.10 | \$2,074.00 |
| Lynn L. Tavenner | 1989 | \$0.00 | 2.40 | \$0.00 |
| Paula S. Beran | 1992 | \$330.00 | 29.10 | \$9,603.00 |
| David L. Leadbeater | N/A | \$95.00 | 38.80 | \$3,686.00 |

Description

Conferences, correspondence, document preparation and review and Court appearances on case administrative matters.

Attached hereto as Exhibit A – Case Administration Section is a complete statement of

³ Certain hours were recorded but not billed to the estates.

⁴ Certain hours were recorded but not billed to the estates.

such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in the administration of these cases.

D. Claims Administration: - Total Hours 10.40 Total \$3,171.00

| <i>ATTORNEY/ PARALEGAL</i> | <i>YEAR ADMITTED</i> | <i>HOURLY RATE</i> | <i>TOTAL HOURS⁵</i> | <i>FEE</i> |
|--------------------------------|--------------------------|------------------------|------------------------------------|------------|
| Lynn L. Tavenner | 1989 | \$340.00 | 3.60 | \$1,224.00 |
| Lynn L. Tavenner | 1989 | \$0.00 | 0.90 | \$0.00 |
| Paula S. Beran | 1992 | \$330.00 | 5.90 | \$1,947.00 |

Description

Correspondence, conferences, document review and research regarding pre and post-petition creditor claims.

Attached hereto as Exhibit A – Claims Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in its analysis of creditor claims.

E. Fee/Employment Applications: - Total Hours 22.60 Total \$5,926.00

| <i>ATTORNEY/ PARALEGAL</i> | <i>YEAR ADMITTED</i> | <i>HOURLY RATE</i> | <i>TOTAL HOURS⁶</i> | <i>FEE</i> |
|--------------------------------|--------------------------|------------------------|------------------------------------|------------|
| Lynn L. Tavenner | 1989 | \$340.00 | 5.20 | \$1,768.00 |
| Lynn L. Tavenner | 1989 | \$0.00 | 3.80 | \$0.00 |
| Paula S. Beran | 1992 | \$330.00 | 12.60 | \$4,158.00 |
| Paula S. Beran | 1992 | \$0.00 | 1.00 | \$0.00 |

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to the employment and/or compensation of bankruptcy professionals.

Attached hereto as Exhibit A – Fee/Employment Applications Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary for the Committee to be properly represented and advised

⁵ Certain hours were recorded but not billed to the estates.

⁶ Certain hours were recorded but not billed to the estates.

by its professionals.

F. Litigation: - Total Hours 2.60

Total \$510.00

| <i>ATTORNEY/ PARALEGAL</i> | <i>YEAR ADMITTED</i> | <i>HOURLY RATE</i> | <i>TOTAL HOURS⁷</i> | <i>FEE</i> |
|--------------------------------|--------------------------|------------------------|------------------------------------|------------|
| Lynn L. Tavenner | 1989 | \$325.00 | 1.50 | \$510.00 |
| Paula S. Beran | 1992 | \$0.00 | 1.10 | \$0.00 |

Description

Correspondence, conferences, document preparation and review, and Court appearances relating to litigation issues

Attached hereto as Exhibit A – Litigation Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in its review of the Debtors' litigation.

G. Plan and Disclosure Statement: - Total Hours 21.6

Total \$6,172.00

| <i>ATTORNEY/ PARALEGAL</i> | <i>YEAR ADMITTED</i> | <i>HOURLY RATE</i> | <i>TOTAL HOURS⁸</i> | <i>FEE</i> |
|--------------------------------|--------------------------|------------------------|------------------------------------|------------|
| Lynn L. Tavenner | 1989 | \$340.00 | 3.40 | \$1,156.00 |
| Lynn L. Tavenner | 1989 | \$0.00 | 1.70 | \$0.00 |
| Paula S. Beran | 1992 | \$330.00 | 15.20 | \$5,016.00 |
| Paula S. Beran | 1992 | \$0.00 | 1.30 | \$0.00 |

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to the plan and disclosure statement.

Attached hereto as Exhibit A – Plan is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

These services were necessary to assist the Debtor with fostering the goals of its bankruptcy case and to analyze plan alternatives

⁷ Certain hours were recorded but not billed to the estates.

⁸ Certain hours were recorded but not billed to the estates.

14. The total amount of interim compensation requested by Tavenner & Beran is based on the hourly rates normally charged by the attorneys and the paralegals who performed legal services for the Committee in this matter are further summarized on Exhibit A.

15. Pursuant to the Order Establishing Procedures For Interim Compensation entered on December 9, 2008 (the "Interim Compensation Order"), Tavenner & Beran was to have received eighty-five percent (85%) of its monthly fees and one hundred percent (100%) of its monthly expenses. In regard to this Application, in total, Tavenner & Beran has received \$10,650.94 in fees and \$0.00 in expenses. See Exhibit B attached hereto for a statement of those payments. Therefore, fees and expenses in the amount of \$26,461.16 remain outstanding.

16. Attached hereto as Exhibit B is a summary sheet concerning this Application. The fees sought by Tavenner & Beran are reasonable for the work it performed in the specialized area of bankruptcy and in practice before the United States Bankruptcy Court. Such fees are customary for specialized bankruptcy practice and are comparable in amount to services rendered by other attorneys in the area. The fees sought herein are reasonable considering the nature and extent of the work, the time spent, and the value of the services.

17. Tavenner & Beran hereby certifies that it has submitted and served monthly statements as required under the Interim Compensation Order. In addition, it will file and serve this Application as required under the Interim Compensation Order.

Applicable Legal Standard

18. The Bankruptcy Code sets forth the legal standards for awarding compensation to professionals. The format for fee applications is set forth in the Compensation Guidelines for Professionals in the United States Bankruptcy Court for the Eastern District of Virginia (the "Guidelines").

19. Under § 330 and of the Bankruptcy Code, the Court may award counsel to the Committee reasonable compensation for actual, necessary services rendered by such attorneys and paraprofessionals employed by such attorneys based on the nature, extent and value of the services rendered, time spent on such services and the cost of comparable services other than in a bankruptcy case. Furthermore, the Court may award reimbursement for actual, necessary expenses.

20. The expenses incurred by Tavenner & Beran, as set forth herein, are reasonable and necessary charges for items such as photocopying, long distances telephone calls, facsimiles, delivery services and messenger services, transcript preparation and filing fees. Photocopy charges are assessed at fifteen cents (\$.15) per page which Tavenner & Beran believes to be at least comparable with the average charge in this area. Facsimiles were charged at the rate of one dollar (\$1.00) per page, which Tavenner & Beran believes to be a reasonable charge for such an expense.

21. Under the “lodestar” approach, the Court should consider the number of hours of service reasonably devoted to the case multiplied by the attorney’s reasonable rates. Courts frequently consider the specific “lodestar” factors enumerated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974). These lodestar tests were adopted by the Fourth Circuit in *Barber v. Kimbrells, Inc.*, 577 F.2d 216, 226 (4th Cir.), cert. denied, 439 U.S. 934 (1978), and in *Anderson v. Morris*, 658 F.2d 246, 249 (4th Cir. 1981), where the Fourth Circuit held that the District Court should employ the lodestar approach, and then adjust the fee on the basis of the remaining Johnson factors in the case. The following are the Johnson factors:

- (a) the time and labor required;
- (b) the novelty and difficulty of the questions;
- (c) the skill requisite to perform the legal service properly;
- (d) the preclusion of other employment by the attorney due to acceptance of the case;

- (e) the customary fee;
- (f) whether the fee is fixed or contingent;
- (g) time limitations imposed by the client or the circumstances;
- (h) the amount involved and the results obtained;
- (i) the experience, reputation and ability of the attorneys;
- (j) the “undesirability” of the case;
- (k) the nature and length of the professional relationship with the client; and
- (l) awards in similar cases.

Johnson, 488 F.2d at 717-719; Barber, 577 F.2d at 226, n.28; Anderson, 658 F.2d at 248, n.2.

22. Tavenner & Beran believes that the services rendered to the Committee and the out-of-pocket expenses incurred therewith were necessary and reasonable in view of the Committee’s obligations in these cases and the scope and nature of the matters in which the Committee was involved to competently represent the Committee.

23. Upon information and belief, the rates charged by Tavenner & Beran are less than legal fees charged by other law firms in comparable Chapter 11 cases. Tavenner & Beran believes that the fees requested herein clearly satisfy the Johnson factors as set forth above.

Conclusion

WHEREFORE, Tavenner & Beran submits this Application for allowance of interim compensation for professional services rendered by Tavenner & Beran in the amount of \$36,529.00 and reimbursement of out-of-pocket expenses in the amount of \$583.10. Tavenner & Beran respectfully requests that the Court enter an Order substantially in the form attached hereto as Exhibit C approving the compensation and reimbursement of expenses requested herein, authorizing and directing the Debtors to pay such amounts and granting such other and further relief as the Court deems appropriate

TAVENNER & BERAN, PLC

By: /s/ Paula S. Beran
Co-Counsel

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Paula S. Beran (VA Bar No. 34679)
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Local Co-Counsel for the Official Committee of Unsecured Creditors

-and-

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Jeffrey N. Pomerantz (CA Bar No. 143717)
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jpomerantz@pszjlaw.com

Lead Counsel for the Official Committee of Unsecured Creditors

CERTIFICATE OF SERVICE

I hereby certify that on or before the 14th day of September, 2009 a true copy of the foregoing Third Interim Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors was served via first-class mail, postage-prepaid and/or electronic delivery to:

Robert B. Van Arsdale – Via email:

robert.b.van.arsdale@usdoj.gov

June E. Turner – Via email:

june.e.turner@usdoj.gov

Office of the United States Trustee
701 East Broad Street, Suite 4304
Richmond, VA 23219

Bruce H. Besanko – Via Standard Mail

Reginald D. Hedgebeth – Via Standard Mail

Circuit City Stores, Inc.

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Richmond, VA 23233

Gregg M. Galardi, Esq. – Via email:

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Pachulski Stang Ziehl & Jones LLP

10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067-4100

/s/ Paula S. Beran

Co-Counsel

Tavener & Beran, PLC**20 North Eighth Street, Second Floor
Richmond, VA 23219****Invoice submitted to:**

Circuit City Committee

Exhibit A

Invoice Date

July 10, 2009

Invoice Number

10829

Last Bill Date

6/5/2009

Professional Services

| | <u>Hrs/Rate</u> | <u>Amount</u> |
|--|-------------------|---------------|
| <u>Asset Disposition</u> | | |
| 5/12/2009 - LLT Review correspondence to committee re: results of IP auction and review related issues | 1.20 340.00/hr | 408.00 |
| 5/13/2009 - LLT Prepare for and attend hearing on IP sales | 0.50 340.00/hr | 170.00 |
| SUBTOTAL: | [1.70 | 578.00] |

Case Administration

| | | |
|--|-------------------|--------|
| 5/4/2009 - DLL Docket maintenance and indexing | 1.00 95.00/hr | 95.00 |
| 5/5/2009 - PSB Prepare for and participate in committee call (2.10); Correspondence with R. Feinstein re: same (.50) | 2.60 330.00/hr | 858.00 |
| - LLT Review proposed agenda for upcoming meeting (.20); Review financial update for upcoming meeting (.30) | 0.50 340.00/hr | 170.00 |
| 5/6/2009 - DLL Docket maintenance and indexing | 0.50 95.00/hr | 47.50 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------------|---|-------------------|---------------|
| 5/8/2009 - DLL | Docket maintenance and indexing | 1.20 95.00/hr | 114.00 |
| 5/12/2009 - LLT | Review agenda of matters scheduled for hearing on 5/13 (.20); Correspondence from R. Feinstein re: attendance at upcoming hearing (.10) | 0.30 340.00/hr | NO CHARGE |
| - PSB | Correspondence with R. Feinstein re: hearing coverage and related items | 0.50 330.00/hr | 165.00 |
| - DLL | Docket maintenance and indexing (.50); Prepare hearing binders (.30); Draft hearing memo (2.0) | 2.80 95.00/hr | 266.00 |
| 5/13/2009 - DLL | Finalize hearing memo and related items | 1.50 95.00/hr | 142.50 |
| 5/14/2009 - DLL | Docket maintenance and indexing | 1.20 95.00/hr | 114.00 |
| 5/19/2009 - PSB | Correspondence with R. Feinstein re: hearing coverage (.30); Receipt and review of notice (.40); Respond to KCC re: same (.30) | 1.00 330.00/hr | 330.00 |
| 5/20/2009 - LLT | Review Protiviti financial update for upcoming meeting | 0.50 340.00/hr | 170.00 |
| - PSB | Correspondence with R. Feinstein re: R. Van Arsdale and related items | 0.50 330.00/hr | 165.00 |
| 5/22/2009 - DLL | Draft memo (.50); Docket maintenance and indexing (1.10) | 1.60 95.00/hr | 152.00 |
| 5/26/2009 - PSB | Review of numerous pleadings for Omni | 2.10 330.00/hr | 693.00 |
| - PSB | Correspondence with R. Feinstein re: hearing coverage | 0.30 330.00/hr | 99.00 |
| 5/27/2009 - DLL | Docket maintenance and indexing | 1.20 95.00/hr | 114.00 |
| 5/28/2009 - DLL | Docket maintenance, indexing and hearing preparation | 0.50 95.00/hr | 47.50 |
| - PSB | Prepare for and participate at Omni hearing (2.80); Correspondence with R. Feinstein re: same (.70) | 3.50 330.00/hr | 1,155.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------------|--|-------------------|---------------|
| | | | |
| SUBTOTAL: | | [23.30 | 4,897.50] |
| | <u>Claims Administration</u> | | |
| 5/1/2009 - LLT | Review Sir Barton admin claim | 0.20 340.00/hr | NO CHARGE |
| - LLT | Review recent admin claims filed by landlords | 0.50 340.00/hr | NO CHARGE |
| - PSB | Review of landlord claims/requests | 1.00 330.00/hr | 330.00 |
| 5/4/2009 - PSB | Review of numerous claim requests and related pleadings | 2.10 330.00/hr | 693.00 |
| 5/9/2009 - LLT | Review motions re: settlement of IBM and TomTom and correspondence re: same | 1.10 340.00/hr | 374.00 |
| 5/14/2009 - PSB | Review of claims and related pleadings | 2.80 330.00/hr | 924.00 |
| 5/18/2009 - LLT | Review notice of administrative expense request deadlines | 0.20 340.00/hr | NO CHARGE |
| | | | |
| SUBTOTAL: | | [7.90 | 2,321.00] |
| | <u>Fee/Employment Applications</u> | | |
| 5/1/2009 - LLT | Review and revise March fee statement for Tavenner & Beran (.50); Prepare fee letter re: same (.50); Correspondence to professional group re: circulation of monthly fee letter for Protiviti and Tavenner & Beran (.20) | 1.20 340.00/hr | NO CHARGE |
| - PSB | Review Fee Statements (.50); Finalize T & B (1.0) | 1.50 330.00/hr | 495.00 |
| | | | |
| SUBTOTAL: | | [2.70 | 495.00] |
| | <u>Litigation</u> | | |
| 5/1/2009 - LLT | Review Warn Act pleadings | 1.50 340.00/hr | 510.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|--------------------------------------|---|-------------------|--------------------|
| 5/3/2009 - PSB | Review Warn Act pleadings and related materials | 1.10 330.00/hr | NO CHARGE |
| SUBTOTAL: | | [2.60 | 510.00] |
| <u>Plan and Disclosure Statement</u> | | | |
| 5/15/2009 - LLT | Correspondence with R. Feinstein re: upcoming meeting with debtor re: plan issues | 0.10 340.00/hr | NO CHARGE |
| - PSB | Correspondence with R. Feinstein re: plan issues | 0.70 330.00/hr | 231.00 |
| 5/20/2009 - PSB | Prepare for and participate telephonically in Plan meeting | 4.70 330.00/hr | 1,551.00 |
| 5/28/2009 - PSB | Review of exclusivity pleadings (1.90); Correspondence re: same (.70); Correspondence with R. Feinstein re: plan issues (1.0) | 3.60 330.00/hr | 1,188.00 |
| - LLT | Review of exclusivity pleadings | 1.60 340.00/hr | NO CHARGE |
| 5/29/2009 - PSB | Correspondence with R. Feinstein and others re: plan and related issues | 2.30 330.00/hr | 759.00 |
| SUBTOTAL: | | [13.00 | 3,729.00] |
| For professional services rendered | | 51.20 | \$12,530.50 |
| Previous balance | | | \$44,159.17 |
| Balance due | | | <u>\$56,689.67</u> |

Timekeeper Summary

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|--------------|-------------|---------------|
| Lynn L. Tavenner | 5.30 | 340.00 | \$1,802.00 |
| Lynn L. Tavenner | 4.10 | 0.00 | \$0.00 |
| Paula S. Beran | 29.20 | 330.00 | \$9,636.00 |
| Paula S. Beran | 1.10 | 0.00 | \$0.00 |
| David L. Leadbeater | 11.50 | 95.00 | \$1,092.50 |

Invoice submitted to:
Circuit City Committee

Invoice Date

August 17, 2009

Invoice Number

10834

Last Bill Date

7/10/2009

Professional Services

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|--------------------------|--|-------------------|---------------|
| <u>Asset Disposition</u> | | | |
| 6/1/2009 - LLT | Review various motions with respect to sub leases and assignment of leases | 0.80 340.00/hr | NO CHARGE |
| 6/2/2009 - LLT | Review Simon limited objection to lease sale and assignment (.30); Review Debtor's Motion to Sell Baltimore property (.50) | 0.80 340.00/hr | NO CHARGE |
| 6/3/2009 - LLT | Review correspondence re: Simon objection to Bloomingdale's lease assignment | 0.50 340.00/hr | NO CHARGE |
| - PSB | Prepare for and attend auction (3.20); Prepare for and attend Court (2.50) | 5.70 330.00/hr | 1,881.00 |
| 6/7/2009 - LLT | Review status of assignment of Bloomingdales' lease and resolution of assignment rejection | 0.50 340.00/hr | 170.00 |
| 6/8/2009 - PSB | Correspondence re: lease issues | 0.50 330.00/hr | 165.00 |
| - PSB | Correspondence re lease issues (.50) | 0.50 330.00/hr | 165.00 |
| 6/9/2009 - LLT | Telephone call from P. Summers (Simon Properties) re: Bloomingdale lease (.10); Follow-up with J. Pomerantz and R. Feinstein re: same (.10); Prepare for and attend hearing on | 3.20 340.00/hr | 1,088.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------------|--|-------------------|---------------|
| | Debtor's request to assume and assign Bloomingdales lease and Simon objection re: same (3.0) | | |
| 6/11/2009 - LLT | Review miscellaneous asset sale notice | 0.30 340.00/hr | NO CHARGE |
| - PSB | Review asset sale notice and related issues and correspondence with R. Finestein re same (.50) | 0.50 330.00/hr | 165.00 |
| 6/16/2009 - LLT | Review West Marine objection to motion for sale of Baltimore property | 0.40 340.00/hr | 136.00 |
| 6/22/2009 - PSB | Review of pleadings related to Creative dispute | 1.50 330.00/hr | 495.00 |
| | | | |
| | SUBTOTAL: | [15.20 | 4,265.00] |
| | <u>Business Operations</u> | | |
| 6/1/2009 - LLT | Review IRS recoupment motion | 0.60 340.00/hr | 204.00 |
| 6/2/2009 - LLT | Review committee professional report on financial status | 0.50 340.00/hr | 170.00 |
| | | | |
| | SUBTOTAL: | [1.10 | 374.00] |
| | <u>Case Administration</u> | | |
| 6/1/2009 - LLT | Correspondence from co-counsel with respect to upcoming Court hearing | 0.20 340.00/hr | 68.00 |
| - LLT | Review correspondence to committee members and weekly update | 0.50 340.00/hr | NO CHARGE |
| - DLL | Docket maintenance and update index (1.20) | 1.20 95.00/hr | 114.00 |
| 6/2/2009 - LLT | Review committee professionals financial update for committee presentation | 0.40 340.00/hr | NO CHARGE |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------------|---|-------------------|---------------|
| 6/2/2009 - PSB | Prepare for and participate in meeting | 1.50 330.00/hr | 495.00 |
| - PSB | Correspondence re hearing coverage (.20) | 0.20 330.00/hr | 66.00 |
| 6/3/2009 - PSB | Correspondence with Robert Feinstein re case issues (.50) | 0.50 330.00/hr | 165.00 |
| 6/5/2009 - DLL | Docket maintenance and update index (1.00) | 1.00 95.00/hr | 95.00 |
| 6/9/2009 - DLL | Docket maintenance and update index (.50) | 0.50 95.00/hr | 47.50 |
| 6/12/2009 - DLL | Docket maintenance and update index (.50) | 0.50 95.00/hr | 47.50 |
| - DLL | Docket maintenance and update index (.50) | 0.50 95.00/hr | 47.50 |
| 6/15/2009 - DLL | Docket maintenance and update index (.50) | 0.50 95.00/hr | 47.50 |
| 6/16/2009 - DLL | Docket maintenance and update index (1.00) | 1.00 95.00/hr | 95.00 |
| 6/17/2009 - DLL | File Maintenance (1.20) | 1.20 95.00/hr | 114.00 |
| 6/22/2009 - PSB | Correspondence re: hearing coverage (.50); Prepare for same (2.0) | 2.50 330.00/hr | 825.00 |
| - PSB | Correspondence from creditor (.30); Correspondence with Pachulski Stang Ziehl & Jones re same (.50) | 0.80 330.00/hr | 264.00 |
| - DLL | Prepare for Hearing Binder (.50); Docket maintenance and update index (1.20) | 1.70 95.00/hr | 161.50 |
| 6/23/2009 - PSB | Prepare for and attend omni hearing | 2.50 330.00/hr | 825.00 |
| - PSB | Correspondence re hearing coverage (.50) | 0.50 330.00/hr | 165.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|------------------------------------|---|-------------------|---------------|
| 6/23/2009 - DLL | Docket maintenance and update index (1.20) | 1.20 95.00/hr | 114.00 |
| 6/25/2009 - DLL | File Maintenance (1.20) | 1.20 95.00/hr | 114.00 |
| 6/29/2009 - DLL | Docket maintenance and update index (1.50) | 1.50 95.00/hr | 142.50 |
| SUBTOTAL: | | [21.60 | 4,013.00] |
| <u>Claims Administration</u> | | | |
| 6/3/2009 - LLT | Review claims objections | 1.00 340.00/hr | 340.00 |
| 6/23/2009 - LLT | Review claims objections | 1.50 340.00/hr | 510.00 |
| SUBTOTAL: | | [2.50 | 850.00] |
| <u>Fee/Employment Applications</u> | | | |
| 6/3/2009 - LLT | Review and revise Tavenner & Beran monthly invoice (.80); Disseminate same in accordance with procedures order (.20) | 1.00 340.00/hr | 340.00 |
| - PSB | Finalize fee letter | 1.00 330.00/hr | NO CHARGE |
| 6/8/2009 - PSB | Correspondence re: supplemental declaration (.50); Review and revise same (.50) | 1.00 330.00/hr | 330.00 |
| 6/10/2009 - LLT | Correspondence from P. Lorro re: Jeffries final fee application | 0.20 340.00/hr | 68.00 |
| 6/11/2009 - PSB | Correspondence re Jefferies fee app (.50) | 0.50 330.00/hr | 165.00 |
| 6/12/2009 - LLT | Correspondence from B. Abadir re: co-counsel second interim fee app (.10); Review same for filing (.30) | 0.40 340.00/hr | 136.00 |
| - PSB | Prepare for and participate in call re Jefferies (1.10); Correspondence with UST (.30); Correspondence with Debtor's counsel re schedule (.20); Correspondence with Committee professionals re same (.40) | 2.00 330.00/hr | 660.00 |

| | <u>Hrs/Rate</u> | <u>Amount</u> |
|--|------------------|---------------|
| 6/15/2009 - LLT | 2.40 | NO CHARGE |
| Revise notice of second fee applications for committee professionals (.60); Prepare same for filing and service and correspondence with Bizport re: same (.30); Prepare Jeffries fee application for filing (.70); Revise Tavenner & Beran fee application (.80) | 340.00/hr | |
| - PSB | 4.60 | 1,518.00 |
| Finalize and File Fee Apps and related notice (4.10); Correspondence re same (.50) | 330.00/hr | |
| 6/16/2009 - LLT | 1.20 | 408.00 |
| Review fee applications of debtor professionals | 340.00/hr | |
| SUBTOTAL: | [14.30 | 3,625.00] |
| <u>Plan and Disclosure Statement</u> | | |
| 6/2/2009 - LLT | 0.80 | 272.00 |
| Review status of plan and correspondence from co-counsel re: same | 340.00/hr | |
| - PSB | 0.90 | 297.00 |
| Correspondence with Robert Feinstein re Plan issue | 330.00/hr | |
| SUBTOTAL: | [1.70 | 569.00] |
| For professional services rendered | 56.40 | \$13,696.00 |
| Additional Charges : | | |
| | <u>Qty/Price</u> | <u>Tax#</u> |
| <u>Case Administration</u> | | |
| 6/16/2009 - LLT | 1 | 569.06 |
| Bizport Charges | 569.06 | |
| SUBTOTAL: | | [569.06] |
| Total costs | | \$569.06 |
| Total amount of this bill | | \$14,265.06 |
| Previous balance | | \$56,689.67 |

| | <u>Amount</u> |
|-------------|--------------------|
| Balance due | <u>\$70,954.73</u> |

| Timekeeper Summary | | | | |
|---------------------|--------------|-------------|---------------|--|
| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> | |
| Lynn L. Tavenner | 11.50 | 340.00 | \$3,910.00 | |
| Lynn L. Tavenner | 5.70 | 0.00 | \$0.00 | |
| Paula S. Beran | 26.20 | 330.00 | \$8,646.00 | |
| Paula S. Beran | 1.00 | 0.00 | \$0.00 | |
| David L. Leadbeater | 12.00 | 95.00 | \$1,140.00 | |

Invoice submitted to:
Circuit City Committee

Invoice Date

September 14, 2009

Invoice Number

10841

Last Bill Date

8/17/2009

Professional Services

| | <u>Hrs/Rate</u> | <u>Amount</u> |
|---|-----------------|---------------|
| <u>Asset Disposition</u> | | |
| 7/6/2009 - LLT | 0.50 | 170.00 |
| Review Motion re: Sale Proceeds on IP and related pleadings | 340.00/hr | |
| SUBTOTAL: | [0.50 | 170.00] |

Case Administration

| | | |
|--|-----------|-----------|
| 7/1/2009 - DLL | 1.50 | 142.50 |
| Docket and index | 95.00/hr | |
| 7/6/2009 - PSB | 3.40 | 1,122.00 |
| Correspondence with Pachulski re: Court attendance and related items (.50); Prepare for and attend Omni hearing (2.90) | 330.00/hr | |
| 7/7/2009 - PSB | 2.80 | 924.00 |
| Correspondence with J. Pomerantz and R. Feinstein re: case matters (.70); Prepare for and participate in Committee call (2.10) | 330.00/hr | |
| - LLT | 0.90 | NO CHARGE |
| Review Protiviti materials for Committee call | 340.00/hr | |
| 7/8/2009 - DLL | 1.70 | 161.50 |
| Docket and index | 95.00/hr | |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|-----------------|--|-------------------|---------------|
| 7/8/2009 - PSB | Correspondence with creditors re: case status | 0.50 330.00/hr | 165.00 |
| 7/10/2009 - DLL | Docket and index | 1.20 95.00/hr | 114.00 |
| 7/14/2009 - DLL | Docket and index | 1.70 95.00/hr | 161.50 |
| 7/15/2009 - PSB | Prepare for and participate in Committee call | 1.10 330.00/hr | 363.00 |
| 7/16/2009 - DLL | Docket and index | 1.50 95.00/hr | 142.50 |
| - LLT | Review Pachulski weekly memo | 0.30 340.00/hr | NO CHARGE |
| - PSB | Correspondence from creditors re: case status | 0.50 330.00/hr | 165.00 |
| 7/17/2009 - DLL | Docket and index | 1.20 95.00/hr | 114.00 |
| 7/20/2009 - DLL | Prepare hearing binder | 1.00 95.00/hr | 95.00 |
| 7/21/2009 - DLL | Docket and index | 1.50 95.00/hr | 142.50 |
| - DLL | Prepare hearing binder | 1.10 95.00/hr | 104.50 |
| 7/22/2009 - PSB | Correspondence with Pachulski re: hearing coverage and open items | 1.30 330.00/hr | 429.00 |
| - DLL | Docket and index | 0.70 95.00/hr | 66.50 |
| - DLL | Revise hearing binder | 0.40 95.00/hr | 38.00 |
| - LLT | Review status of items on upcoming hearing agenda and related pleadings | 1.60 340.00/hr | 544.00 |
| 7/23/2009 - LLT | Prepare for omnibus (1.90); Attend omnibus hearing finding hearings on fee applications and multiple claims and objections (1.0) | 2.90 340.00/hr | 986.00 |

| | | <u>Hrs/Rate</u> | <u>Amount</u> |
|------------------------------------|--|-------------------|---------------|
| 7/24/2009 - LLT | Review recent pleadings and memo for co-counsel re: same | 0.40 340.00/hr | 136.00 |
| 7/27/2009 - DLL | Docket and index | 1.50 95.00/hr | 142.50 |
| - PSB | Correspondence from creditors re: case status | 0.50 330.00/hr | 165.00 |
| 7/30/2009 - DLL | Docket and index | 0.30 95.00/hr | 28.50 |
| SUBTOTAL: | | [31.50 | 6,452.50] |
| <u>Fee/Employment Applications</u> | | | |
| 7/10/2009 - LLT | Review May invoice (.80); Correspondence for interim fee order re: same (.20) | 1.00 340.00/hr | 340.00 |
| - PSB | Finalize fee letter | 1.40 330.00/hr | 462.00 |
| 7/20/2009 - PSB | Correspondence with Jefferies re: fee hearing and related items (.60); Correspondence with UST office re: extent of objections (.50) | 1.10 330.00/hr | 363.00 |
| - LLT | Correspondence with committee professionals re: upcoming hearing on fee apps | 0.20 340.00/hr | NO CHARGE |
| 7/22/2009 - LLT | Correspondence and follow-up with D. Foley re: unpaid fees for committee professionals | 0.60 340.00/hr | 204.00 |
| 7/23/2009 - LLT | Correspondence to/from P. Morrow re: order approving fees (.20); Finalize committee professional order (.40); Forward same to R. Van Arsdale for endorsement (.10) | 0.70 340.00/hr | 238.00 |
| 7/24/2009 - LLT | Follow-up with R. Smith re: approval of Protiviti fee app | 0.10 340.00/hr | 34.00 |
| - PSB | Correspondence re: fee orders | 0.50 330.00/hr | 165.00 |
| SUBTOTAL: | | [5.60 | 1,806.00] |

| | <u>Hrs/Rate</u> | <u>Amount</u> |
|--|-------------------|---------------|
| <u>Plan and Disclosure Statement</u> | | |
| 7/6/2009 - LLT Review Exclusivity motion | 0.30 340.00/hr | 102.00 |
| 7/13/2009 - PSB Research re: plan issues Correspondence with Pachulski re: same (.30) | 1.30 330.00/hr | NO CHARGE |
| - LLT Research re: plan preservation of causes of action Correspondence with J. Pomerantz re: same (.50) | 2.30 340.00/hr | 782.00 |
| 7/20/2009 - PSB Review of plan issues | 1.90 330.00/hr | 627.00 |
| 7/27/2009 - PSB Review of plan issues | 1.10 330.00/hr | 363.00 |

SUBTOTAL: [6.90 1,874.00]

For professional services rendered 44.50 \$10,302.50

Additional Charges :

| | <u>Qty/Price</u> | <u>Tax#</u> |
|-----------------------------------|------------------|-------------|
| <u>Case Administration</u> | | |
| 7/31/2009 - PSB Lexis/Research | 1 14.04 | 14.04 |

SUBTOTAL: [14.04]

Total costs \$14.04

Total amount of this bill \$10,316.54

Previous balance \$70,954.73

7/23/2009 Payment - thank you. Check No. 500161 (\$34,328.82)
7/30/2009 Payment - thank you (\$4,164.63)
8/3/2009 Payment - thank you. Check No. 500243 (\$16,316.66)
Total payments and adjustments (\$54,810.11)

| | <u>Amount</u> |
|-------------|--------------------|
| Balance due | <u>\$26,461.16</u> |

| Timekeeper Summary | | | |
|---------------------|--------------|-------------|---------------|
| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
| Lynn L. Tavenner | 10.40 | 340.00 | \$3,536.00 |
| Lynn L. Tavenner | 1.40 | 0.00 | \$0.00 |
| Paula S. Beran | 16.10 | 330.00 | \$5,313.00 |
| Paula S. Beran | 1.30 | 0.00 | \$0.00 |
| David L. Leadbeater | 15.30 | 95.00 | \$1,453.50 |

EXHIBIT B

United States Bankruptcy Court
Eastern District of Virginia
Richmond Division
In re: Circuit City Stores, Inc, et al., Case No. 08-35653-KRH
Fee Application Summary
Applicant: Tavenner & Beran, PLC,
Local Counsel for The Official Committee of Unsecured Creditors

| | Interim Period May 1, 2009 through July 31, 2009 | |
|--|---|---------------|
| <u>Categories</u> | <u>Hours</u> | <u>Amount</u> |
| Asset Disposition | 17.40 | \$5,013.00 |
| Business Operations | 1.10 | \$374.00 |
| Case Administration | 76.40 | \$15,363.00 |
| Claims Administration | 10.40 | \$3,171.00 |
| Fee/Employment Applications and Objections | 22.60 | \$5,926.00 |
| Litigation | 2.60 | \$510.00 |
| Plan and Disclosure | 21.60 | \$6,172.00 |
| TOTAL HOURS | 152.10 | |
| TOTAL FEES | | \$36,529.00 |

| Month | Fees | Fees Paid | Expenses | Expenses Paid | Total Outstanding |
|-------|-------------|-------------|----------|---------------|-------------------|
| May | \$12,530.50 | \$10,650.94 | \$0.00 | \$0.00 | \$1,879.56 |
| June | \$13,696.00 | \$0.00 | \$569.06 | \$0.00 | \$14,265.06 |
| July | \$10,302.50 | \$0.00 | \$14.04 | \$0.00 | \$10,316.54 |
| Total | \$36,529.00 | \$10,650.94 | \$583.10 | \$0.00 | \$26,461.16 |

Co-Counsel for the Official
Committee of Unsecured Creditors

Application have been filed; and (iii) the request for compensation and reimbursement of expenses as allowed herein is reasonable, it is hereby ORDERED that:

1. The Application is hereby approved;
2. The request for compensation in the amount of \$36,529.00 and reimbursement of expenses in the amount of \$583.10 by Tavenner & Beran be and hereby are allowed; and,
3. The Debtors are authorized and directed to pay to Tavenner & Beran the amount of compensation and reimbursement of expenses allowed herein as an administrative expense.
4. Upon entry the Clerk shall serve by electronic delivery or first class mail, postage prepaid, copies of this Order on the Office of the United States Trustee and Tavenner & Beran, PLC.

ENTER:

UNITED STATES BANKRUPTCY JUDGE

We ask for this:

Lynn L. Tavenner, Esquire (Va. Bar No. 30083)
Paula S. Beran, Esquire (Va. Bar No. 34679)
Tavenner & Beran, PLC
20 North Eighth Street, Second Floor
Richmond, Virginia 23219
Telephone: (804) 783-8300
Facsimile: (804) 783-0178

Co-Counsel for the Official
Committee of Unsecured Creditors

Seen and No Objection:

Robert B. Van Arsdale
Office of the United States Trustee
701 East Broad Street, Suite 4304
Richmond, Virginia 23219

Assistant United States Trustee

LOCAL RULE 9022-1 CERTIFICATION

In accordance with Local Rule 9022-1, the foregoing proposed order has been endorsed by or served upon all necessary parties.

Co-Counsel